

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)
) Case No. 22-10602 (JKS)
)
)
)
) Obj. Deadline: June 12, 2023 at 4:00 pm (ET)
)

**SUMMARY COVER SHEET TO THE NINTH MONTHLY FEE APPLICATION
OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
APRIL 1, 2023 THROUGH APRIL 30, 2023**

Name of Applicant:	FTI Consulting, Inc.
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of Retention:	September 15, 2022, effective as of July 26, 2022
Period for which compensation and reimbursement are sought:	April 1, 2023, through April 30, 2023
Amount of compensation sought as actual, reasonable, and necessary:	\$31,695.60 (80% of \$39,619.50)
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$0.00
This is an: <u> X </u> monthly <u> </u> interim <u> </u> final application.	

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

COMPENSATION BY TIMEKEEPER

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	1325	2.6	\$3,445.00
Eldred, John	Managing Director	965	4.9	4,728.50
Ganti, Narendra	Managing Director	985	4.5	4,432.50
Davis, Jackilyn Anne	Senior Director	975	0.5	487.50
McDonnell, Chad	Director	610	3.5	2,135.00
Bader, Daniel	Senior Consultant	635	34.2	21,717.00
Park, Jacob	Senior Consultant	565	4.1	2,316.50
Hellmund-Mora, Marili	Manager	325	1.1	357.50
GRAND TOTAL			55.4	\$39,619.50

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	0.5	\$492.50
2	Cash & Liquidity Analysis	4.4	3,726.00
4	Trade Vendor Issues	0.4	394.00
16	POR & DS - Analysis, Negotiation and Formulation	2.5	2,802.50
18	Potential Avoidance Actions & Litigation Matters	4.9	4,728.50
19	Case Management	1.0	985.00
21	General Meetings with Committee & Committee Counsel	0.8	890.00
24	Preparation of Fee Application	2.7	1,261.50
26	Tech Services and Imaging	38.2	24,339.50
GRAND TOTAL		55.4	\$39,619.50

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.²

Chapter 11

Case No. 21-10602 (JKS)

Obj. Deadline: June 12, 2023 at 4:00 pm (ET)

**NINTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
APRIL 1, 2023 THROUGH APRIL 30, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Administrative Order”) [D.I. 114], the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Seventh Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period April 1, 2023 to April 30, 2023* (the “Application Period”).

BACKGROUND

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

1. On July 5, 2022 (the “Petition Date”), the Debtor commenced these chapter 11 cases by filing petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. On July 18, 2022, the U.S. Trustee appointed an Official Committee of Unsecured Creditors [D.I. 63]. At the formation meeting the Committee selected Pachulski Stang Ziehl and Jones LLP as its counsel. On July 27, 2022, the Committee selected FTI as its financial advisor. The Committee consists of the following six members:

- a) The Scotts Company, LLC;
- b) Animal Health International, Inc.;
- c) Wildlife Sciences, LLC;
- d) Capital Forrest Products;
- e) Hub Group, Inc.; and
- f) American Wood Fibers, Inc.

3. On September 9, 2022, the Court entered the *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [D.I. 195] (the “Retention Order”).

RELIEF REQUESTED

4. FTI submits this Fee Application pursuant to the Bankruptcy Rules, the Administrative Order, and the Retention Order. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$31,695.60 for the Application Period (80% of \$39,619.50 total fees), and \$0.00 of actual and necessary expenses incurred, for a total compensation of \$39,619.50 in accordance with the terms of the Administrative Order. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such expenses may not have been captured in FTI’s billing system as of the date of filing this Fee Application.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 55.4 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by (i) each professional and paraprofessional, (ii) a summary of the time incurred by task, (iii) detailed time entries during the Application Period, (iv) summary of the expenses incurred by task, and (v) detailed expense entries are attached hereto as **Exhibit A, Exhibit B, Exhibit C, Exhibit D, and Exhibit E**, respectively. The following paragraphs describe the primary services rendered by FTI during the Application Period.

Code 1 – Current Operating Results & Events (0.5 hours)

7. During the Application Period, FTI reviewed the Debtor’s financial information, including P&L, balance sheet, and other data. As part of this review, FTI analyzed the Debtor’s November Monthly Operating Report (“MOR”). This was necessary to better understand the Debtor’s current financial situation, as well as their historical profitability and asset composition.

Code 2 – Cash and Liquidity Analysis (4.4 hours)

8. During the Application Period, FTI monitored the Debtor’s liquidity position and performed diligence on the Debtor’s 13-week cash flow forecasts and weekly budget to actual variances. As part of this diligence, FTI corresponded with Debtor’s advisors in order to understand the underlying drivers of the budget, key budget assumptions, and explanations for significant weekly budget-to-actual variances. FTI prepared and distributed weekly reports to the Committee summarizing and analyzing the details of the 13-week cash flow forecasts, which are

refreshed every week, as well as actual results compared to budget in order to keep the Committee informed of the Debtor's current and projected liquidity position

Code 4 – Trade Vendor Issues (0.4 hours)

9. During the Application period, FTI reviewed and analyzed the central vendor motion.

Code 16 – POR & DS – Analysis, Negotiation and Formulation (2.5 hours)

10. The task code for POR & DS – Analysis, Negotiation, and Formulation includes analysis and review of draft Disclosure Statement and Plan of Reorganization and review of the liquidation analysis.

Code 18 – Potential Avoidance Actions & Litigation Matters (4.9 hours)

11. During the Statement Period, FTI professionals reviewed documents and issues relating to the depositions of a number of parties-in-interest in this case.

Code 19 – Case Management (1.0 hours)

12. During the Statement Period, FTI professionals discussed the case and the plan going forward.

Code 21 – General Meetings with Committee & Committee Counsel (0.8 hours)

13. Work in this area included participation in periodic calls with the Committee and its counsel to discuss case strategy and status, current financial and operational results, the Debtor's corporate structure, interrelationships among the Debtor and certain non-debtors, preliminary understanding of claims, pending motions and various other case issues

Code 24 – Preparation of Fee Application (2.7 Hours)

14. During the Application period FTI prepared the First Interim Fee Application.

Code 26 – Tech Services and Imaging (38.2 Hours)

15. During the Application period FTI analyzed documents and report related to the debtor's technology and analyzed data from the various enterprise systems.

CONCLUSION

WHEREFORE, FTI respectfully requests an interim allowance of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$31,695.60 (80% of \$39,619.50 total fees), and \$0.00 for actual and necessary expenses incurred, for a total compensation of \$39,615.50 pursuant to the Administrative Order, and such other and further relief that the Court deems just and proper.

Dated: May 31, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker
1166 Ave of the Americas, 15th Floor
New York, NY 10036
Telephone: 212-841-9355
E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC.

VERIFICATION PURSUANT TO DEL. BANKR. L.R. 2016-2(g) AND 28 U.S.C. § 1746

I, Cliff Zucker, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases.

2. I have read the foregoing statement of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines, and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Executed on: May 31, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC

EXHIBIT A
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD APRIL 1, 2023 TO APRIL 30, 2023

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	1325	2.6	\$3,445.00
Eldred, John	Managing Director	965	4.9	4,728.50
Ganti, Narendra	Managing Director	985	4.5	4,432.50
Davis, Jackilyn Anne	Senior Director	975	0.5	487.50
McDonnell, Chad	Director	610	3.5	2,135.00
Bader, Daniel	Senior Consultant	635	34.2	21,717.00
Park, Jacob	Senior Consultant	565	4.1	2,316.50
Hellmund-Mora, Marili	Manager	325	1.1	357.50
GRAND TOTAL			55.4	\$39,619.50

EXHIBIT B
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY TASK
FOR THE PERIOD APRIL 1, 2023 TO APRIL 30, 2023

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	0.5	\$492.50
2	Cash & Liquidity Analysis	4.4	3,726.00
4	Trade Vendor Issues	0.4	394.00
16	POR & DS - Analysis, Negotiation and Formulation	2.5	2,802.50
18	Potential Avoidance Actions & Litigation Matters	4.9	4,728.50
19	Case Management	1.0	985.00
21	General Meetings with Committee & Committee Counsel	0.8	890.00
24	Preparation of Fee Application	2.7	1,261.50
26	Tech Services and Imaging	38.2	24,339.50
GRAND TOTAL		55.4	\$39,619.50

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD APRIL 1, 2023 TO APRIL 30, 2023

Task Category	Date	Professional	Hours	Activity
1	4/24/2023	Ganti, Narendra	0.5	Review March 2023 MOR
1 Total			0.5	
2	4/3/2023	Zucker, Clifford	0.5	Review comments to revised liquidation recovery analysis
2	4/11/2023	Zucker, Clifford	0.3	Call with counsel on liquidation analysis
2	4/11/2023	Park, Jacob	0.4	Call with counsel to discuss liquidation analysis
2	4/24/2023	Ganti, Narendra	0.3	Call with J. Park to discuss liquidity
2	4/25/2023	Ganti, Narendra	0.3	Call with J. Park to discuss liquidity
2	4/25/2023	Park, Jacob	0.3	Call with N. Ganti to discuss liquidation analysis
2	4/26/2023	Park, Jacob	0.3	Discussions with N. Ganti (FTI) on liquidation analysis
2	4/26/2023	Park, Jacob	0.9	Update and prepare liquidation analysis
2	4/27/2023	Zucker, Clifford	0.5	Review comments to revised liquidation analysis
2	4/27/2023	Park, Jacob	0.6	Update and prepare liquidation analysis
2 Total			4.4	
4	4/6/2023	Ganti, Narendra	0.4	Review settlement agreement with Pughtown agway
4 Total			0.4	
16	4/4/2023	Ganti, Narendra	0.3	Review motion for exclusivity
16	4/6/2023	Ganti, Narendra	0.7	Review draft POR
16	4/10/2023	Zucker, Clifford	1.0	Review comments to plan and disclosure statement
16	4/11/2023	Ganti, Narendra	0.5	Call with Pachulski to discuss POR and other issues

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD APRIL 1, 2023 TO APRIL 30, 2023

Task Category	Date	Professional	Hours	Activity
16 Total			2.5	
18	4/10/2023	Eldred, John	0.6	Review liquidation analysis.
18	4/11/2023	Eldred, John	0.4	Meet with counsel to prepare for UCC meeting.
18	4/12/2023	Eldred, John	0.3	Prepare for Committee call.
18	4/12/2023	Eldred, John	0.5	Attend call with Committee and counsel re plan draft and next steps.
18	4/25/2023	Eldred, John	0.5	Prepare for meeting at Agway.
18	4/26/2023	Eldred, John	1.8	Meet with C. Klaus and B. Hardwood re windown tasks.
18	4/27/2023	Eldred, John	0.8	Review dataroom options and discuss with N. Ganti.
18 Total			4.9	
19	4/26/2023	Ganti, Narendra	1.0	Call with B. Harwood, Agway, C. Klaus, ABC services, and JP Eldred to discuss transistion and other issues
19 Total			1.0	
21	4/12/2023	Ganti, Narendra	0.5	Attend committee call for Agway
21	4/12/2023	Zucker, Clifford	0.3	Committee call on financial and legal update
21 Total			0.8	
24	4/6/2023	Hellmund-Mora, Marili	1.1	Prepare the March fee application.
24	4/10/2023	Park, Jacob	1.2	Prepare March 2023 Agway Fee Application
24	4/11/2023	Park, Jacob	0.4	Prepare March 2023 Agway Fee Application
24 Total			2.7	
26	4/3/2023	McDonnell, Chad	0.5	Deactivate custodian email account per client request

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD APRIL 1, 2023 TO APRIL 30, 2023

Task Category	Date	Professional	Hours	Activity
26	4/3/2023	Bader, Daniel	3.0	Continued to tie counts of vendors from back-end data to NetSuite front-end reports for all relevant years.
26	4/5/2023	Davis, Jackilyn Anne	0.5	Analyze and assess Azure intake process.
26	4/5/2023	McDonnell, Chad	3.0	Recollection of agwaydatawarehouse azure DB
26	4/5/2023	Bader, Daniel	2.0	Continued to tie counts of vendors from back-end data to NetSuite front-end reports for all relevant years.
26	4/6/2023	Bader, Daniel	2.5	Continued to tie counts of vendors from back-end data to NetSuite front-end reports for all relevant years.
26	4/7/2023	Bader, Daniel	3.5	Continued to tie counts of vendors from back-end data to NetSuite front-end reports for all relevant years.
26	4/18/2023	Bader, Daniel	1.5	Brought in records from AP Register report that do not have a document number.
26	4/19/2023	Bader, Daniel	2.5	Tied counts and identified exclusion records for all accounts besides AP Trade.
26	4/20/2023	Bader, Daniel	5.5	Tied counts for AP Trade records and identified exclusions. Investigated why exclusion records were being pulled in when left out of NetSuite report.
26	4/21/2023	Bader, Daniel	1.8	Continued investigation of AP Trade exclusion records.
26	4/24/2023	Bader, Daniel	2.4	Tie record counts and dollar amounts for all accounts besides AP Trade, organize in Excel document, and investigate the few discrepancy records/documents.
26	4/25/2023	Bader, Daniel	1.2	Investigate why non-Accounts Payable account is being brought in to NetSuite report and look to add that to back-end query.
26	4/26/2023	Bader, Daniel	1.9	Tie Bill and Paid amounts on a month-basis investigate records where the amount column is different between back-end and NetSuite.
26	4/27/2023	Bader, Daniel	1.3	Investigate AP Trade exception records and take out those with either 0 amount for Bill or Paid.
26	4/27/2023	Bader, Daniel	1.7	Update transaction type, bill, and paid logic to account for Bill Payments.
26	4/27/2023	Bader, Daniel	1.5	Investigate discrepancy in Bill and Paid amounts in 2021, specifically after June.
26	4/27/2023	Bader, Daniel	0.8	Pull in records falling under the Higgind account.
26	4/28/2023	Bader, Daniel	1.1	Continued investigation of Higgind exception records and Bill Payment amount columns where numbers are slightly different.
26 Total			38.2	

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD APRIL 1, 2023 TO APRIL 30, 2023

Task Category	Date	Professional	Hours	Activity
Grand Total			55.4	

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
AGWAY FARM & HOME SUPPLY, LLC¹) Chapter 11
Debtor.) Case No. 22-10602 (JKS)

Objection Deadline: June 12, 2023 at 4:00 p.m. (ET)
Hearing Date: Scheduled only if necessary

**NOTICE OF NINTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD OF APRIL 1, 2023 THROUGH APRIL 30, 2023**

PLEASE TAKE NOTICE that on March 24, 2023, FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors (the “Committee”), filed the *Ninth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the for the Period of April 1, 2023 through April 30, 2023* (the “Application”) seeking compensation for the reasonable and necessary services rendered to the Committee in the amount of \$39,619.50 and reimbursement for actual and necessary expenses in the amount of \$0.00. A copy of the Application is attached hereto.

PLEASE TAKE FURTHER NOTICE that any response or objection to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Court”) on or before **June 12, 2023 at 4:00 p.m. Eastern Time.**

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals*, entered on August 3, 2022 [Docket No. 114] (the “Administrative Order”).

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (i) the Debtor: Agway Farm & Home Supply, LLC, 6006 W. Broad Street, Richmond, Virginia, 23230 (ii) counsel to the Debtor: Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware, 19801, Attn: Jeffrey R. Waxman (jwaxman@morrisjames.com), and Brya Keilson (bkielson@morrisjames.com) and Shulman Bastian Friedman & Bui LLP, 100 Spectrum Center Drive, Suite 600, Irvine, California, 92618, Attn: Alan J. Friedman (afriedman@shulmanbastian.com), Melissa Davis Lowe (mlowe@shulmanbastian.com), and Max Casal (mcasal@shulmanbastian.com); (iii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware, 19801, Attn: Richard L. Schepacarter (richard.schepacarter@usdoj.gov); and (iv) counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware, 19801, Attn: Bradford J. Sandler, Esq. (bsandler@pszjlaw.com) and Colin R. Robinson, Esq. (crobinson@pszjlaw.com).

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE ADMINISTRATIVE ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

IF A TIMELY OBJECTION IS FILED AND SERVED, A HEARING ON THE APPLICATION WILL BE HELD AT A DATE AND TIME TO BE DETERMINED.

Dated: May 31, 2023

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Colin R. Robinson

Robert J. Feinstein (admitted *pro hac vice*)

Bradford J. Sandler (DE Bar No. 4142)

Colin R. Robinson (DE Bar No. 5524)

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*Counsel to the Official Committee of Unsecured
Creditors*